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March 6, 1992

Sidney L. Strickland, Jr., Secretary
Interstate Commerce Commission
Room 2215
12th Street and Constitution Avenue, N.W.
Washington, DC 20423

RECORDATION NO. 5828-F
MAR 10 1992 -3 55 PM
INTERSTATE COMMERCE COMMISSION

Attention: Recordation Unit
Ms. Mildred Lee

Dear Mr. Strickland:

On behalf of CSX Transportation, Inc., enclosed for filing and recording under 49 U.S.C. § 11303(a) and the regulations promulgated thereunder are one counterpart and three copies of a secondary document, not previously recorded, entitled Release and Satisfaction and Bill of Sale dated as of August 1, 1985.

The parties to the enclosed agreement are:

United States Trust Company of New York, as Agent (Vendor)
Corporate Trust Department
770 Broadway
New York, NY 10003

Wilmington Securities, Inc. (Vendee)
824 Market Street, Suite 900
Wilmington, DE 19801

The Baltimore and Ohio Railroad Company (Guarantor)
100 North Charles Street
Baltimore, MD 21201

The enclosed document, among other things, releases all equipment under that certain Conditional Sale Agreement dated as of August 1, 1970 among General Motors Corporation (Electro-Motive Division) (Builder), Vendee and Guarantor, and Agreement and Assignment dated August 1, 1970 from the Builder to the Vendor which were recorded with the Interstate Commerce Commission on August 1, 1970 under Recordation No. 5828.

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The units of equipment covered by the enclosed document are all units identified in the Conditional Sale Agreement. A short summary of the document to appear in the ICC Index is as follows:

"Full and Complete Release"

Enclosed is a check in the amount of \$16.00 in payment of the filing fee.

Once the filing has been made, please return to the undersigned a stamped copy of the instrument not needed for your files, together with the fee receipt, a copy of the letter from the ICC acknowledging the filing, and an extra copy of this letter of transmittal.

Very truly yours,

A handwritten signature in cursive script, appearing to read "D. J. Strickland".

RFH/kpl

Enclosures

RECORDING NO. 5828-F
FILED 1423

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RELEASE AND SATISFACTION AND BILL OF SALE

INTERSTATE COMMERCE COMMISSION

The Baltimore and Ohio Railroad Company
Conditional Sale Agreement dated as of August 1, 1970

KNOW ALL MEN BY THESE PRESENTS that United States Trust Company of New York, as Agent, assignee of a certain Conditional Sale Agreement dated as of August 1, 1970, among General Motors Corporation (Electro-Motive Division) (Vendor), The First Pennsylvania Banking and Trust Company (Vendee and predecessor in interest to Wilmington Securities, Inc., the entity presently in the position of the Vendee by assignment and subsequent dividends of interest) and The Baltimore and Ohio Railroad Company (Guarantor), hereby certifies that all of the \$6,815,000 principal amount of Conditional Sale Certificates of Interest with interest thereon at the rate of 10 3/4% per annum, have been fully paid or payment duly provided for, and all of the obligations under said Conditional Sale Agreement have been fully complied with and performed. Capitalized terms used herein and not otherwise defined shall have the meanings ascribed to them in said Conditional Sale Agreement.

WHEREFORE, in consideration of One Dollar (\$1.00) and other valuable consideration:

The Agent does hereby declare said Conditional Sale Agreement dated as of August 1, 1970, to be satisfied and cancelled, and does consent that the same be discharged of record, and further the Agent does hereby sell, assign, convey, transfer, set over, release, and quit-claim without warranty or guaranty of any kind, express or implied, unto The Baltimore and Ohio Railroad Company and Wilmington Securities, Inc. as their interests may appear, all of its right, title, and interest in and to all of the railroad equipment of every character included in the said Conditional Sale Agreement and now held by the Agent.

IN WITNESS WHEREOF, the Agent has caused this instrument to be signed by its duly authorized officer and its corporate seal to be hereunto affixed, duly attested, as of this 1st day of August, 1985.

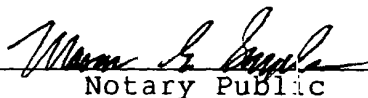
ATTEST:

UNITED STATES TRUST COMPANY
OF NEW YORK,
as AgentG. Bruce
(Corporate Seal)By: Louis H. [Signature]

STATE OF NEW YORK
COUNTY OF NEW YORK

)
) SS:
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On this 1 day of August, 1985, before me personally appeared Louis P. Young, to be personally known who, being by me duly sworn, says that he is an Assistant Vice President of United States Trust Company of New York, that one of the seals affixed to the foregoing instrument is the corporate seal of said corporation, that said instrument was signed and sealed on behalf of said corporation by authority of its Board of Directors and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



Notary Public

My Commission Expires:

MASON E. SNYDER
Notary Public, State of New York
o. 48-22503
Qualified in New York County
Commission Expires March 30, 1986